

THE CANADIAN NATIONAL SHUFFLEBOARD ASSOCIATION (1999)
ASSOCIATION CANADIENNE NATIONALE DU SHUFFLEBOARD (1999)
BY-LAWS (Revised 2017)

ARTICLE I CORPORATE SEAL

The seal, an impression of which is stamped in the margin of this document, shall be the seal of the corporation. The secretary of the Corporation shall be the custodian of the corporate seal.

ARTICLE II REGISTERED OFFICE

The registered office of the Corporation shall be situated in the place or municipality and the province at such address as the board may, by resolution, determine. Subject to the Act, the Corporation may, by a by-law, change the place or municipality and the province in which the registered office of the Corporation shall be situated. A copy of the by-law approved by 2/3 of the votes cast in favour of the by-law shall be filed with the Canadian government.

ARTICLE III – GOALS AND OBJECTIVES

The objectives of this Association are to:

1. Promote and encourage the game of shuffleboard across Canada; to foster development of playing skills and to engender good fellowship and fair play by all participants.
2. To act as the parent association for all affiliate members.
3. To host periodically, international tournaments and schedule these tournaments in provinces and locations as selected by the Association Executive in consultation with applicable organizations.
4. To select team members for participation in International Shuffleboard Tournaments utilizing a selection committee appointed by the Association's Executive.

5. To promote and support tournaments held by affiliated member organizations such as annual singles, annual doubles as well as Inter-Provincial events.
6. The immediate Past President will chair a Standing Rules Committee with member representation from at least two other provinces. The Standing Rules Committee will establish and periodically review and adjust the National Rules upon approval by the Board of Directors.
7. To support the International Shuffleboard Association through membership in that association by the CNSA. The President will be Canada's delegate at all ISA meetings. One observer is also entitled to attend ISA meetings. The President shall respect the recommendation of the Board with regard to the selection of the observer.

ARTICLE IV CONDITONS OF MEMBERSHIP

All shufflers in Canada are encouraged to join shuffleboard clubs, shuffleboard regional or provincial organizations and their membership in the CNSA will be by reason of said membership providing their club, regional or provincial organization is a member in good standing of the CNSA. Where none of the organizations itemized in sentence one exists, or where the organization is not a member in good standing of the CNSA, an individual shuffler may make application to join the CNSA and should his/her application be accepted, he/she will be required to pay the required registration fee. The CNSA may from time to time modify the terms of reference including the fee structure for existing and new members. One of the conditions of membership is that the organization, through which the member claims membership, must provide to the Secretary of the CNSA, a current membership list and must update that list on an annual basis. The list will include as a minimum, the full name of all members, the Canada Post mailing address, the telephone number. **Email addresses are optional.** All members in good standing shall have full voting privileges on all issues at general membership meetings **with the exception of the election of officers which shall be elected by the board of directors.** For greater clarity, the member in good standing gets the vote, not the organization through which the individual's membership is claimed.

Any provincial, regional, or club organization, or any individual member may withdraw from the association by sending their resignation to associations secretary.

ARTICLE V MEMBERS' MEETINGS

The Annual General Board Meeting shall be held as closely as possible to the beginning of each shuffleboard season, The location will be chosen by the Association's Executive. A General Meeting will be held at every Inter-Provincial Tournament. Notice of GM shall be given during a period of 21 to 35 days prior to the meeting; notice to state the time and location, and include agenda items to allow members to begin to form a reasoned judgment on decisions to be made. The minimum number of members required to conduct the GM is 10 members over and above the members of the Board of Directors in attendance. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

NOTE: Whenever the words “mailing or mail” are used, electronic mail is an acceptable method. Accordingly, it is the responsibility of every member to keep the secretary informed of his/her current email address as well as his/her Canada Post mailing address. Should any member not be willing or able to receive mail electronically, he/she shall notify the Secretary and provide the appropriate Canada Post mailing address. Whenever the word “Notice” is used, posting on the website normally used by the Association, will constitute “Notice”.

1. **GENERAL:** At every GM, or AGBM in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and auditors will be appointed for the ensuing year. The fiscal year end of the Association will be the calendar year end. The members may consider and transact any business either special or general at any meeting of the members. More than half of the Board of Directors, shall have power to call, at any time, a general meeting of the members of the Association. Should a request for such meeting be made to the President by a Director, a survey of the other Directors will be made by the President or person appointed by the

President to determine if there is a majority of the Board of Directors in agreement for such meeting. Such action will be taken within a five (5) day period. The Board shall call a special general meeting upon receipt of a request of members carrying not less than 5% of the voting rights.

2. **NOTICE:** The President shall cause a Notice of the meeting of the Executive to be emailed to all Executive members five (5) full days prior to the meeting. In order for binding decisions to be made at any Executive meeting, a minimum of four (4) Executive members must be involved in the meeting.

3. **MEETING OPTIONS:** Any meeting referenced in this document, may be held by any of the following methods: in person, video conference, teleconference, or internet conference providing all participants can read or hear the comments of all others. The President will chair all meetings except Committee meetings of which he/she is not the Chair.

4. **WHO VOTES:** Each voting member involved in a meeting shall have the right to exercise one vote. The President may participate in debate and may vote. However; it is expected that he/she will refrain from voting except where the vote will affect the result. Similarly, the efforts of the President, acting as Chair, should ensure others have a reasonable opportunity to advance his/her position. A majority of the votes cast, (more than half) by the members voting shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or these by-laws.

The members in each province elect their Provincial Director (s) and then the Provincial Directors elect the Executive. All members shall have full voting rights including a proxy vote. A member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxyholder must be a member of the Association.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

5. **ERROR OR OMISSION:** No error or omission in giving notice of any Annual General Meeting, any general meeting or any adjourned meeting, of the members of the Association shall invalidate such meeting or make void

any proceedings taken thereat providing reasonable actions were taken to advise all persons eligible to vote at the meeting. Any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken thereat. As set down in Article IV, NOTE, the requirement for NOTICE is deemed to have been met by posting same on the Website normally used by the Association. Members not having access to the website are responsible for informing the Secretary of their Canada Post mailing address and of their desire to receive notice by Canada Post

ARTICLE VI BOARD OF DIRECTORS

The Board of Directors shall govern the CNSA and be comprised of the following: Past President and the Provincial Directors.

The President and two (2) Vice Presidents, Secretary and Treasurer are Elected by the Board of Directors. The President in the event of a tie vote shall cast one (1) Vote.

A member of the Board of Directors may be elected to the Executive, and still serve as a Provincial Director.

The Secretary and Treasurer may be combined. It is recommended that the President and Vice Presidents positions be filled one each from Central Canada, Eastern Canada and Western Canada. Provincial Directors to the CNSA will be elected by the organized shuffleboard clubs in each province. Where organized clubs do not exist or fail to choose a Director, the CNSA Executive shall appoint a provincial representative director. The term shall be for a two year period coinciding with the election of CNSA officers.

Provincial Directors shall be based on number of paid up members registered with the CNSA and on the following formula:

- 0-170 members – 1 Director
- 171-270 members – 2 Directors
- 271-499 members – 3 Directors
- 500 members or more – 4 Directors.

NOMINATING COMMITTEE: At the Annual General Board Meeting (AGBM) of the year preceding elections, a Nominating Committee shall be formed by the President, and the committee is subject to **confirmation** by the board. It

is the responsibility of the Nominating Committee to submit only the names of nominees for the office of President, 1st Vice President, 2nd Vice President, Treasurer and Secretary. **These executive shall be elected by the Board of Directors.**

To ensure continuity of CNSA Business and to affect a smooth transfer, nominees for President and 1st Vice President shall be serving Members of the CNSA Board or have served on the CNSA Board in the past. If the 1st Vice President for whatever reason, is incapable of performing his/her duties or wishes to resign the CNSA President will be free to select another person for the position of 1st Vice President, and they will hold this office through the end of the incumbent Presidents term.

The appointment of the 1VP by the President is subject to the approval of the majority of the voting members of the Board of Directors

The Chair of the Nominating Committee shall make their findings known to the President and voting members of the Board at least 30 days in advance of the AGBM where the decision will be made with regard to the election of Officers. Where no willing nominees for these positions have been identified, the Chair of the Nominating Committee shall so notify the President and the voting Members of the Board. The President will cause notice to be given soliciting nominations first from the Board Members and should this prove unsuccessful, general notice to all Members shall be given by each provincial board member and posted on the web site used by the CNSA.

A vote shall be taken on the positions to be filled **ONLY IF** more than 1 nominee has been identified by the Nominating Committee for any position to be filled. The election of the Association officers shall take place at the time of and at the place of the Annual General Board Meeting of the Association. Currently serving officers may be nominated to succeed themselves. If there is more than one nominee for an office, then, and only then, shall the voting be by secret ballot; otherwise: the secretary shall be directed by the President to cast a single vote for the single nominee for each office.

Each nominee must receive a majority of the total votes cast to be elected. In the event there are more than two (2) candidates for any office, a run-off vote shall be held between the two (2) candidates receiving the greatest number of votes on the first ballot.

Each official elected shall hold office for two years or until his/her successor in office has been elected. This Article shall apply to all officers and

directors of the Association. Nothing in this article or any other article precludes nominations from the floor.

If a vote is required: ballots submitted by normal Post must be in a plain envelope with the word CONFIDENTAIL VOTE on the envelope and must be received by the President at least ten (10) days before the Annual Meeting. Votes sent by Electronic Mail must be marked CONFIDENTAIL CNSA VOTE (in the subject line), sent to the President, and will be opened at the time of the election. The actual Electronic Vote (THE DECISION) is to be in an attachment to the E-Mail, and the title of the attachment must read: "CONFIDENTIAL VOTE: open only at the AGBM.

Voting Qualifications

The CNSA President (in order to break or cause a tie), shall have one (1) vote at all meetings and mail* votes of the Association.

Any Member unable to attend will be allowed to vote on any issue affecting changes in the Constitution, By-laws, Rules by Absentee Ballot OR by assigning his voting privilege in writing to the person representing him/her. Any member of the Board of Directors unable to attend will be allowed to vote on the election of officers by Absentee Ballot OR by assigning his/her voting privilege in writing to the person representing him/her. Should he/she choose the Absentee Ballot method, the ballot is to be mailed in a sealed envelope to the President, plainly marked on the outside, stating which matter the vote affects; said envelope not to be opened until the vote is taken by the members present at the AGBM of the Association. When using Electronic Mail, e-mail, the procedure as set down in ARTICLE III, above, shall be followed. * Wherever the word "mail" is used in this Constitution and BY-LAWS, it includes traditional mail by Post as well as Electronic Mail, (e-mail).

Filling Officer Vacancies

If for any reason, an office becomes vacant between the regular AGBM, such vacancy or vacancies shall be filled for the unexpired portion of the regular term of such office or offices by the President with the approval of a majority of the voting members of the Board of Directors. In the event of a vacancy of the office of President, the First Vice-President shall assume the office of President on an Acting Basis. The Board, after consulting with the First Vice President, will decide if they wish to confirm the Acting Appointment for the remainder of the term, OR to proceed with an election of a President.

Duties of Officers

The President shall preside at all meetings of the Association - regular and special - and shall conduct the meetings in accordance with parliamentary procedure, using the latest edition of "Robert's Rules of Order Newly Revised" as a guide. However; the Board members by majority vote, shall make their own final decision on any question of procedure and shall not be held to the wording or interpretation of the wording in Robert's Rules of Order Newly Revised.

REMOVAL FROM EXECUTIVE: Any member of the Executive may be removed from office by a two thirds (2/3) majority vote of the Board of Directors.

3. EXECUTIVE MEETING NOTICE: Notice of meetings of the Executive shall be communicated by the Secretary with a minimum of five (5) days notice to the Executive members. Meetings of the Executive shall be held at least once a year at the call of the President. Notice of the Executive meetings will be by email to the individual Executive members. Such notice will include, date, time, location and an agenda when available. Any member may submit intent to move a motion and the Secretary will cause said intent to be included in the announcement.

4. EXECUTIVE RESPONSIBILITIES: Executive Board members responsibilities briefly are as follows:

- 1) President is in charge of the daily activity of the Association.
- 2) Past President serves as an advisor to the Executive and has voting privileges. The Past President will chair a Standing Rules Committee with member representation from at least two other provinces
- 3) Secretary is responsible for all correspondence pertaining to the Association as well as recording of business conducted at meetings.
- 4) Vice Presidents and Directors shall perform duties as may be assigned by the President. The President will delegate to one of the Vice Presidents, the authority to act on his/her behalf should the President be absent or no longer able to perform the duties of his/her office.

5) Treasurer shall have control of all financial records and shall report at least once per year in detail on the financial health of the Association.

5. EXECUTIVE APPOINTMENTS: The Executive will appoint ~~three (3) members to the Hall of Fame Committee, one (1) from the West, one (1) from Central and one (1) from the East.~~ The Executive will appoint three (3) members to the Standing Rules Committee including the immediate Past President as Chair. One member will be from the West, one from Central and one from the East.

ARTICLE VII EXECUTION OF DOCUMENTS

The President and one Vice President shall sign all documents on behalf of the Association.

ARTICLE VIII BY-LAW AMENDMENTS

The Board of Directors may not make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation without having the by-law, Amendment or repeal confirmed by the members by ordinary resolution. The by-law, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.

The by-laws must be sanctioned by an affirmative vote of at least two-thirds (2/3) of the members voting at the meeting. This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act.

ARTICLE IX AUDITOR

The Executive will cause an audit to be carried out annually. The auditors, a committee of two, may or may not be members of the Association. The report of the auditors shall be presented at the GM and auditors will be appointed for the ensuing year at the Annual General Board Meeting. The fiscal year end of the Association will be the calendar year end. The auditors do not have to be public accountants unless the Associations' gross annual revenues exceed \$50,000. If any auditor is a member of the Executive, all Executive members must approve. The audit committee shall conduct a detailed investigation of all financial records of the Association and report the results to the Executive and the general membership.